

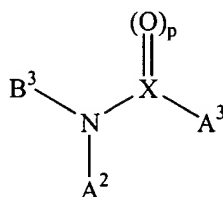
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1-5. (Canceled)

6. (Currently Amended) A compound of the formula



II

wherein:

A² is a substituted aryl group selected from the group consisting of a substituted phenyl and a substituted naphthyl;

wherein said aryl group is independently substituted with 1-5 substituents selected from the group consisting of hydroxy, -OR', -NH₂, -OC(O)R', -NR'R'', -SR', -CN, -NO₂, -CO₂R', -CONR'R'', -C(O)R', -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)₂R', -NR'-C(O)NR''R''', NH-C(NH₂)=NH, -NR'-C(NH₂)=NH, -NH-C(NH₂)=NR', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NR''-S(O)₂-R', N₃, chloro, bromo, fluoro, methyl, ethyl, propyl, isopropyl, n-butyl, sec-butyl, tert-butyl, pentyl, and neopentyl, wherein R', R'' and R''' are independently selected from hydrogen, (C₁-C₈)alkyl and heteroalkyl, unsubstituted aryl, (unsubstituted aryl)-(C₁-C₄)alkyl, and (unsubstituted aryl)oxy-(C₁-C₄)alkyl;

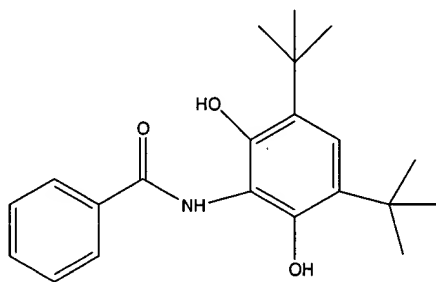
~~A² and A³ is~~ **are each independently** a member selected from the group consisting of alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, unsubstituted aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

B^3 is ~~a member selected from the group consisting of~~ hydrogen, ~~-alkylene-~~
 ~~$C(O)R^3$, $C(O)R^3$, alkylene $C(O)N(R^3R^4)$, $C(O)N(R^3R^4)$, alkylene $S(O)_nN(R^3R^4)$, $S(O)_nN(R^3R^4)$, alkylene $N(R^3R^4)$, alkylene OR^3 , and $C(O)OR^3$;~~

R^3 and R^4 are each independently ~~a member selected from the group~~
~~consisting of~~ hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl,
heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and
(heteroaryl)heteroalkyl;

X is ~~a member selected from the group consisting of~~ C, S, and N; and

~~the subscripts n and p is 1~~ are each independently ~~an integer from 0-2~~,
provided that the following compound is excluded:



7. (Canceled)

8. (Currently Amended) The compound of claim 6, wherein

A^2 is ~~an aryl group~~ substituted *ortho* to the nitrogen with a member selected
from the group consisting of $-OH$, $-NH_2$, $-NHC(O)$ -alkyl, $-NHSO_2$ -alkyl;

A^3 is a member selected from the group consisting of unsubstituted aryl and
heteroaryl;

B^3 is hydrogen;

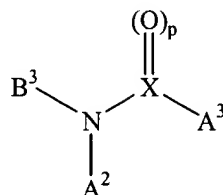
X is C; and

p is 1.

9-18. (Canceled)

19. (Currently Amended) A pharmaceutical composition, said pharmaceutical composition comprising:

a) a compound of the formula



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wherein:

A² is a substituted aryl group selected from the group consisting of substituted phenyl and substituted naphthyl;

wherein each said aryl group is substituted with 1-5 substituents selected from the group consisting of hydroxy, -OR', -OC(O)R', -NR'R'', -SR', -CN, -NO₂, -CO₂R', -CONR'R'', -C(O)R', -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)₂R', -NR'-C(O)NR''R''', NH-C(NH₂)=NH, -NR'-C(NH₂)=NH, -NH-C(NH₂)=NR', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NR''-S(O)₂-R', N₃, chloro, bromo, fluoro, methyl, ethyl, propyl, isopropyl, n-butyl, sec-butyl, tert-butyl, pentyl, and neopentyl, , wherein R', R'' and R''' are independently selected from hydrogen, (C₁-C₈)alkyl and heteroalkyl, unsubstituted aryl, (unsubstituted aryl)-(C₁-C₄)alkyl, and (unsubstituted aryl)oxy-(C₁-C₄)alkyl;

A² and A³ is are each independently a member selected from the group consisting of alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, unsubstituted aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

B³ is ~~a member selected from the group consisting of~~ hydrogen, ~~alkylene-~~ C(O)R³, ~~C(O)R³, alkylene~~ C(O)N(R³R⁴), ~~C(O)N(R³R⁴), alkylene~~ S(O)_nN(R³R⁴), ~~S(O)_nN(R³R⁴), alkylene~~ N(R³R⁴), ~~alkylene~~ OR³, and ~~C(O)OR³~~;

~~R³ and R⁴ are each independently a member selected from the group consisting of hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;~~

X is ~~a member selected from the group consisting of C, S, and N;~~ and

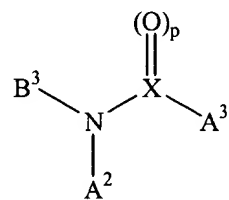
the subscripts n and p is 1 ~~are each independently an integer from 0-2;~~ and

b) a pharmaceutically acceptable carrier or excipient.

20-24. (Canceled)

25. (Currently Amended) A method for treating a FXR-mediated disease in a mammal, said method comprising:

administering a compound of the formula



wherein:

A² is aryl;

~~A² and A³ is~~ are each independently a member selected from the group consisting of alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

B³ is a member selected from the group consisting of hydrogen, -alkylene-C(O)R³, -C(O)R³, alkylene-C(O)N(R³R⁴), -C(O)N(R³R⁴), alkylene-S(O)_nN(R³R⁴), -S(O)_nN(R³R⁴), alkylene-N(R³R⁴), alkylene-OR³, and -C(O)OR³;

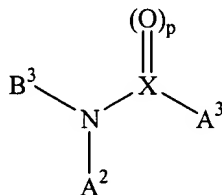
R^3 and R^4 are each independently a member selected from the group consisting of hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

X is a member selected from the group consisting of C, S, and N; and
the subscripts n and p are each independently an integer from 0-2;
thereby treating a FXR-mediated disease in a mammal.

26-30. (Canceled)

31. (Currently Amended) A method for modulating *cyp7a* expression levels in a mammal, said method comprising:

administering a compound of the formula



II

wherein:

A² is aryl;

~~A² and A³~~ is are each independently a member selected from the group consisting of alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

B³ is a member selected from the group consisting of hydrogen, -alkylene-C(O)R³, -C(O)R³, alkylene-C(O)N(R³R⁴), -C(O)N(R³R⁴), alkylene-S(O)_nN(R³R⁴), -S(O)_nN(R³R⁴), alkylene-N(R³R⁴), alkylene-OR³, and -C(O)OR³;

R^3 and R^4 are each independently a member selected from the group consisting of hydrogen, alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl, cycloalkenyl, heterocycloalkenyl, aryl, heteroaryl, arylalkyl, (heteroaryl)alkyl, aryl(heteroalkyl), and (heteroaryl)heteroalkyl;

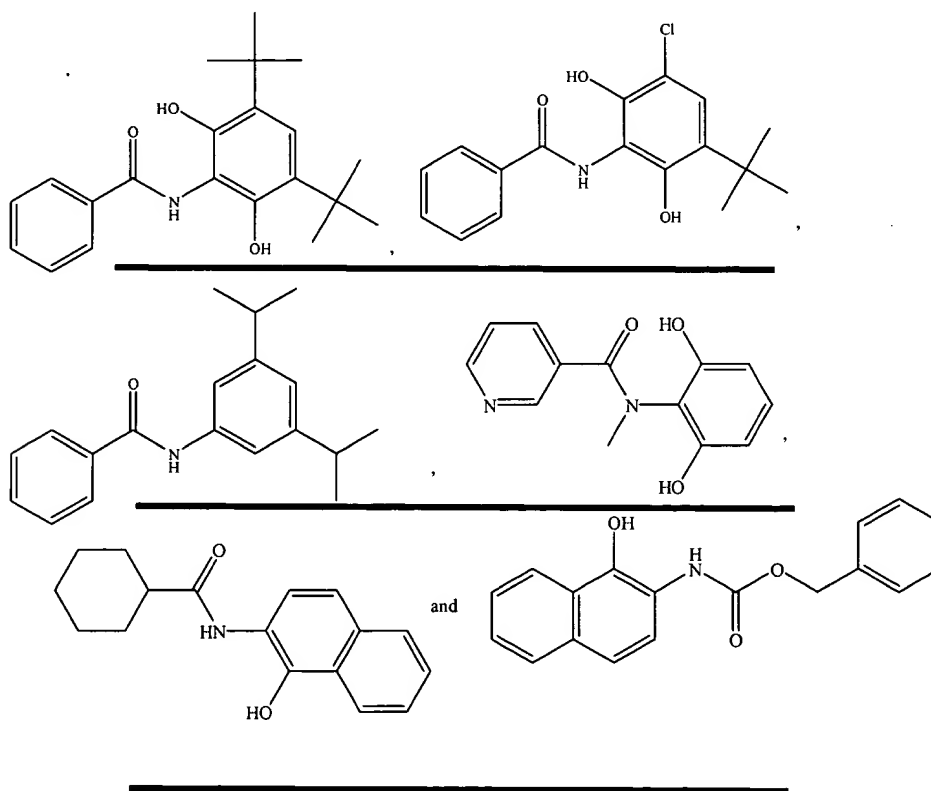
X is a member selected from the group consisting of C, S, and N; and

the subscripts n and p are each independently an integer from 0-2;

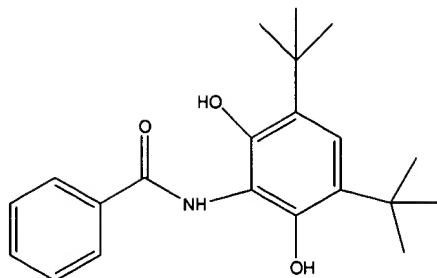
thereby modulating *cyp7a* expression levels in a mammal.

32-35. (Canceled)

36. (Currently Amended) The pharmaceutical composition of claim 19, wherein said compound is selected from the group consisting of: ~~the compounds set forth in~~ **Figures 2A and 2B**

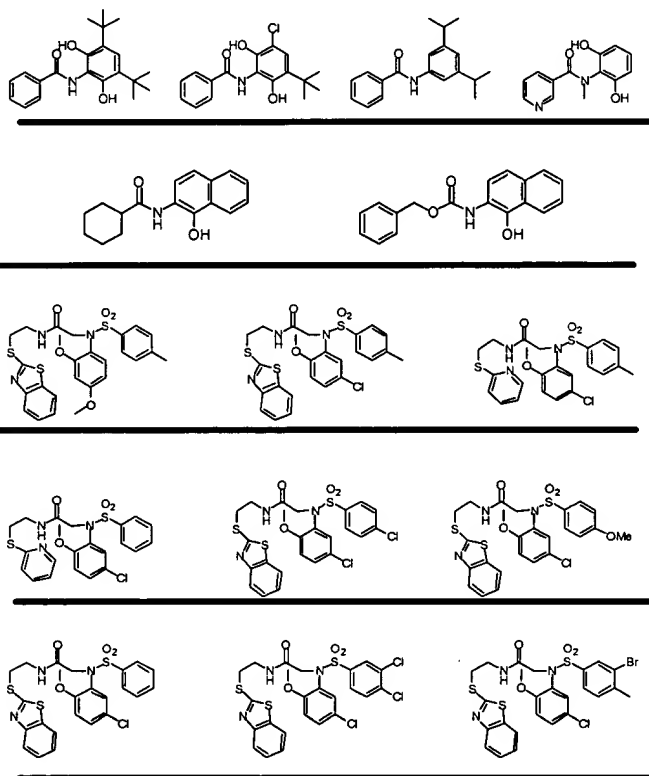


37. (Previously Presented) The pharmaceutical composition of claim 36, wherein said compound is



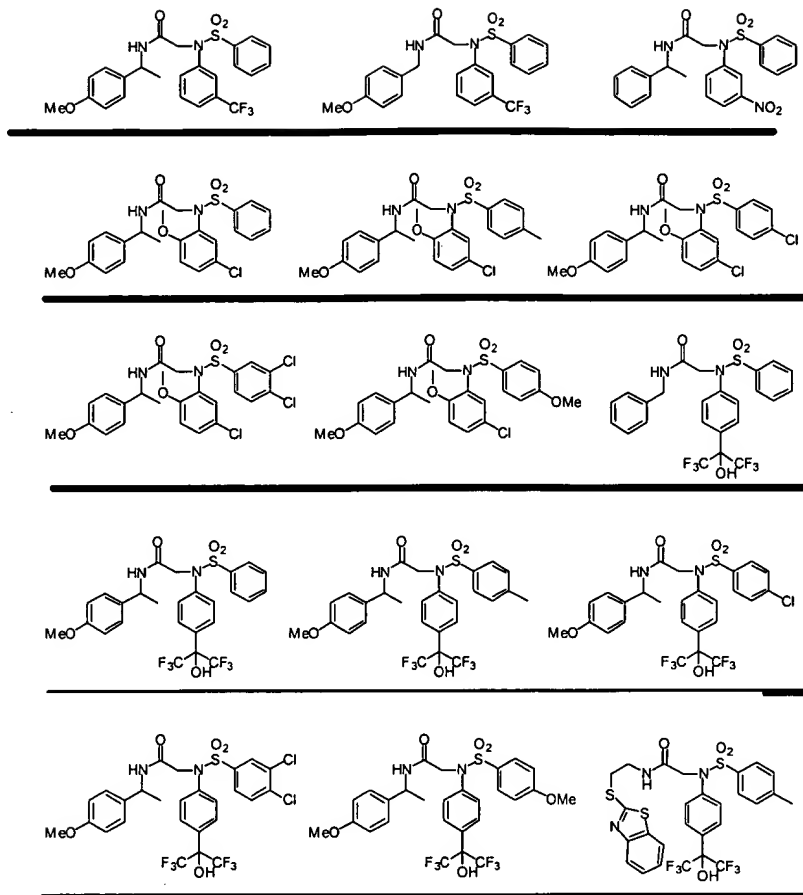
38. (Currently Amended) The method of claim 25, wherein said compound is selected from the group consisting of: ~~the compounds set forth in Figures 2A and 2B.~~

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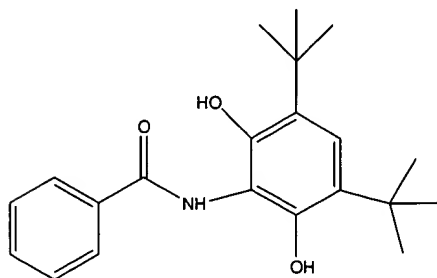
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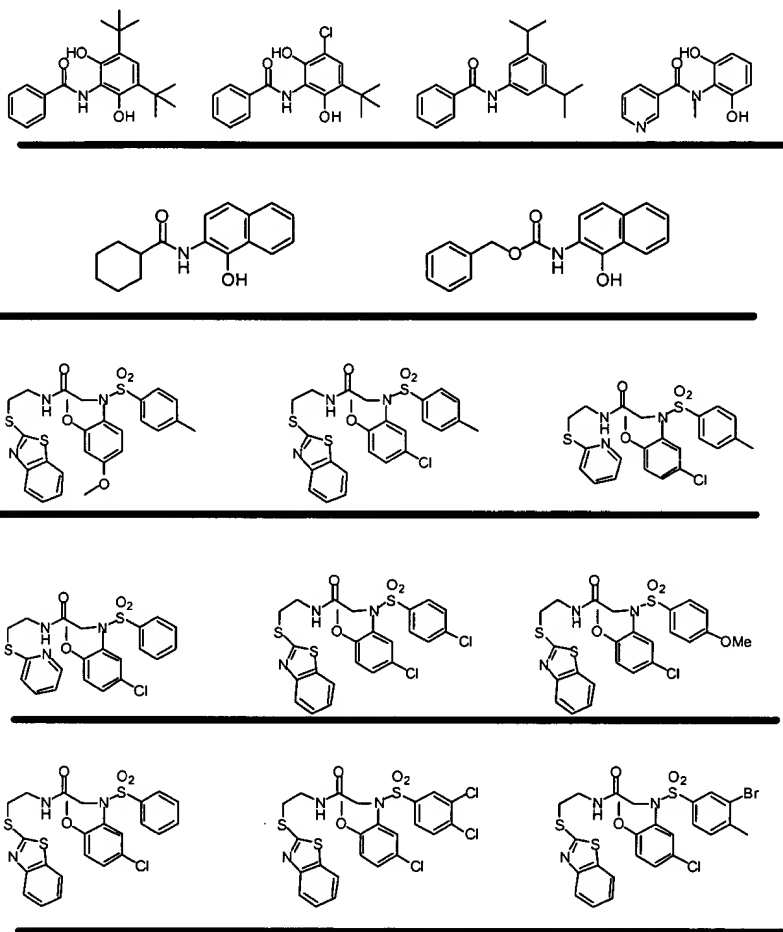
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39. (Previously Presented) The method of claim 38, wherein said compound is



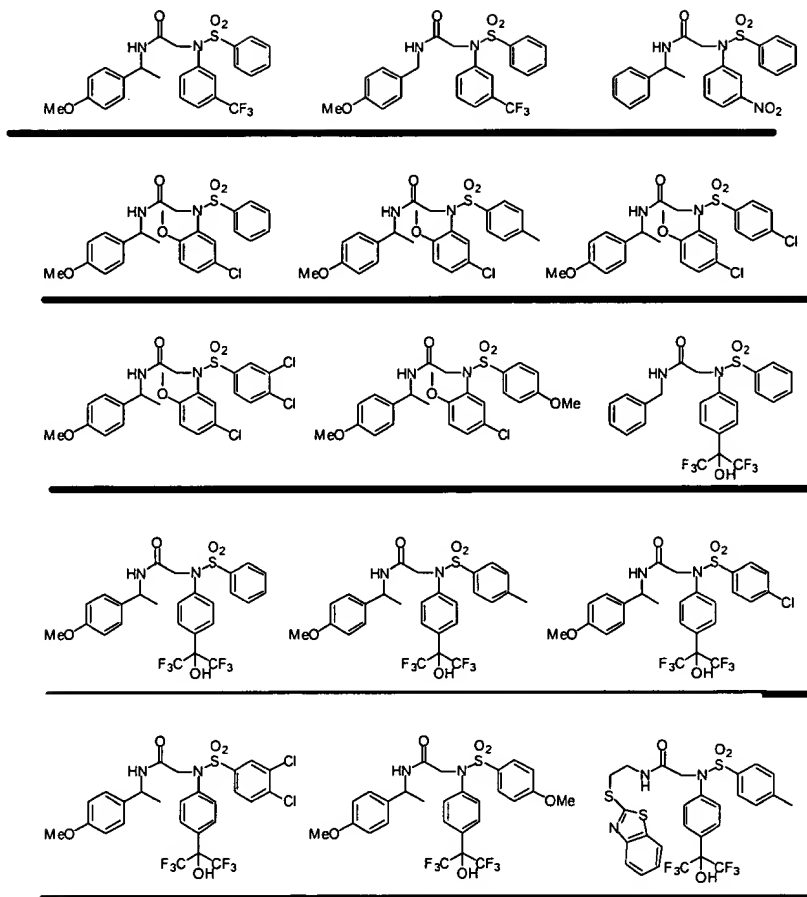
40. (Currently Amended) The method of claim 31, wherein said compound is selected from the group consisting of: ~~the compounds set forth in Figures 2A and 2B.~~

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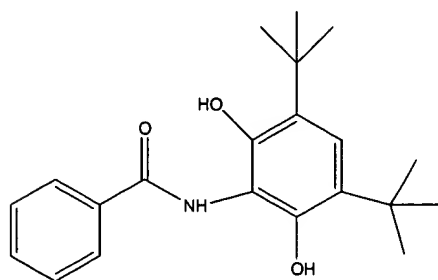
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41 (Previously Presented) The method of claim 40, wherein said compound is



42. (New) The compound of claim 6, wherein said compound is a member selected from the group consisting of :

